

LLOYD THOMPSON

106/016/01384

Limited

Date: 20th August 1998

Flashpoint Limited
901 Youngsford Road
Gladwyne PA
U.S.A.

Jardine House
6 Crutched Friars
London EC3N 2HT
Telephone 0171 247 2345
Facsimile 0171 247 4488
Telex 885671 LOYTOM G

Transaction No: LP004319
Our Ref: Paul Attfield

A/C Ref: FLASHPOINT

DEBIT NOTE

We refer to our Cover Note No. LP9802200 dated 13th August 1998 and set out below details of the premium calculations.

ASSURED : The Law Debenture Trust Corporation (C.I.) Ltd.
PERIOD : 29 months at 3rd August 1998
INTEREST : Special Risks
SUM INSURED : USD 48,400,000 as per Cover Note.

PREMIUM : Premium due for period hereon.

100% Premium	=	USD	4,840,000.00
Total Payable	=	USD	<u>4,840,000.00</u>

Payable: 3rd August 1998

Payable to Lloyd Thompson Immediately.

When making remittance, please quote Transaction No. LP004319.

LT Statement Text: LP9802200 NEW BEGINNINGS & REGENT
PREMIUM DUE TO LTL IMMEDIATELY

Please examine this document carefully and if for any reason it is incorrect contact us immediately.

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106/016/01385

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Date: 13th August 1998

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DEBIT NOTE

We refer to our Cover Note No. LP9802200 dated 13th August 1998 and set out below details of the premium calculations.

ASSURED : The Law Debenture Trust Corporation (C.I.) Ltd.

PERIOD : 29 months at 3rd August 1998

INTEREST : Special Risks

SUM INSURED : USD 48,400,000 as per Cover Note.

PREMIUM : Premium due for period hereon.

100% Premium = USD 4,800,000.00

Total Payable = USD 4,800,000.00

Payable: 3rd August 1998

Payable to Lloyd Thompson Immediately.

When making remittance, please quote Transaction No. LP004319.

LT Statement Text: LP9802200 NEW BEGINNINGS & REGENT
PREMIUM DUE TO LTL IMMEDIATELY

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LLOYD THOMPSON
Limited

Date: 13th August 1998

Flashpoint Limited,
901 Youngsford Road
Gladwyne PA
U.S.A.Jardine House
6 Crutched Friars
London EC3N 2HT
Telephone 0171 247 2345
Facsimile 0171 247 4488
Telex 885671 LOYTOM G
Our Contact: Paul Attfield

C/N No. LP9802200

Cover Note

Dear Sirs,

In accordance with your instructions we have effected insurance for your account as follows:

Type : PECUNIARY LOSS INDEMNITY

Form : J (A) plus manuscript wording agreed by Underwriters.

Insured : THE LAW DEBENTURE TRUST CORPORATION
(CHANNEL ISLANDS) LIMITED
Channel Islands

Period : 29 months at 3rd August 1998.

Interest : SECTION 1
New Beginnings Filmworks (Filmworks) will produce a slate comprising four pictures

Policy Period : 29 months at 3rd August 1998

Sum Insured : US\$ 22,400,000 not exceeding
US\$ 5,600,000 per film

SECTION 2

Regent Entertainment (Regent) will produce a slate comprising six pictures

Policy Period : 29 months at 3rd August 1998

Sum Insured : US\$ 26,000,000 not exceeding
US\$ 5,000,000 per film

Sum Insured : US\$ 48,400,000 in the aggregate 106/016/01387

Situation : Worldwide

Conditions applicable to both Sections :

1. As per Pecuniary Loss Indemnity Wording agreed by Leading Underwriter only
2. It is understood that, if at expiry of the Policy Period, the revenue collected is less than the Sum Insured as a result of the Insured Peril, as defined, then Underwriters will pay to the Assured at the expiry of the Waiting Period, the difference between the Sum Insured and the revenue collected, subject to the exclusions as set forth below.
3. Waiting Period of 20 days
4. UK Law and jurisdiction

Applicable SECTION 1

1. Policy to be adjusted at 15% of net revenues from date of first exploitation.
2. Cross Collateralisation Clause, Underwriters hereon do not have the right to set off profits from this Section against Section 2 final wording to be agreed by Underwriters.
3. Net Revenues as not less than 95% of actual net revenues as and when agreed by Underwriters.

Applicable SECTION 2

1. Policy to be adjusted at 7.50% of net revenues from date of first exploitation.
2. Cross Collateralisation Clause, Underwriters hereon do not have the right to set off profits from this Section against Section 1 final wording to be agreed by Underwriters.

Premium : US\$ 4,840,000

Information : All information on file with Lloyd Thompson Ltd

Continuation of Cover Note: LP9802200 dated 13th August 1998

Order Hereon: 100%

Insured With: Security in respect of Sections 1 & 2, as follows:-
100.0000% Lexington Insurance Company
100.0000%

Please examine this document carefully and if for any reason it is incorrect
contact us immediately.

Yours faithfully

For and on behalf of Lloyd Thompson Limited

Director
Financial Risks Division

Director
Financial Risks Division

LLOYD THOMPSON

Limited

106/016/01390

Date: 2nd September 1998

Flashpoint Limited
901 Youngsford Road
Gladwyne PA
U.S.A.

Jardine House
6 Crutched Friars
London EC3N 2HT
Telephone 0171 247 2345
Facsimile 0171 247 4488
Telex 885671 LOYTOM G

Transaction No: LP004318
Our Ref: Paul Attfield

A/C Ref: FLASHPOINT

DEBIT NOTE

We refer to our Cover Note No. LP9802149 dated 2nd September 1998 and set out below details of the premium calculations.

ASSURED : The Law Debenture Trust Corporation (C.I.) Ltd.
PERIOD : 35 months at 6th July 1998
INTEREST : Pecuniary Loss Indemnity
SUM INSURED : USD 33,600,000 as per Cover Note.

PREMIUM : Amount due in full for period hereon.

Premium due	=	USD	3,360,000.00
Total Payable	=	USD	<u>3,360,000.00</u>

Payable: 6th July 1998

Payable to Lloyd Thompson Immediately.

When making remittance, please quote Transaction No. LP004318.

LT Statement Text: LP9802149 JULES VERNE
PREMIUM DUE TO LTL IMMEDIATELY

Please examine this document carefully and if for any reason it is incorrect contact us immediately.

LLOYD THOMPSON

Limited

106/016/01391

Date: 2nd September 1998

Flashpoint Limited,
901 Youngsford Road
Gladwyne PA
U.S.A.

Jardine House
6 Crutched Friars
London EC3N 2HT
Telephone 0171 247 2345
Facsimile 0171 247 4488
Telex 885671 LOYTOM G
Our Contact: Paul Atfield

C/N No. LP9802149

Cover Note

Dear Sirs,

In accordance with your instructions we have effected insurance for your account as follows:

Type : PECUNIARY LOSS INDEMNITY

Form : J (A) plus manuscript wording as agreed by Underwriters.

Insured : THE LAW DEBENTURE TRUST CORPORATION
(CHANNEL ISLANDS) LIMITED
Channel Islands

Period : 35 months at 6th July, 1998.

Interest : Talisman Films Ltd and Crest Films Ltd will make a series for television entitled "The Secret Adventures of Jules Verne".

It is understood that, if at expiry of the Policy Period, the revenue collected is less than the Sum Insured as a result of the Insured Peril, as defined, the Underwriters will pay to the Assured at the expiry of the Waiting Period, the difference between the Sum Insured and revenue collected, subject to the exclusion as set forth below.

Sum Insured : USD 33,600,000 in the aggregate.

Situation : WORLDWIDE

Page 1 of 2

Lloyd's Brokers, A member of the Jardine Lloyd Thompson Group

Registered office, Jardine House, 6 Crutched Friars, London EC3N 2HT Registered in England No. 1636540, VAT No. 244 2321 56

Conditions : 1. As per Pecuniary Loss Indemnity Wording agreed by Leading Underwriter.
2. Waiting Period of 20 Days
3. UK Law and Jurisdiction.

Information : All information on file with Lloyd Thompson Ltd.

Premium : USD 3,360,000 to be adjusted at 7.50% of net reserves from date of first exploitation..

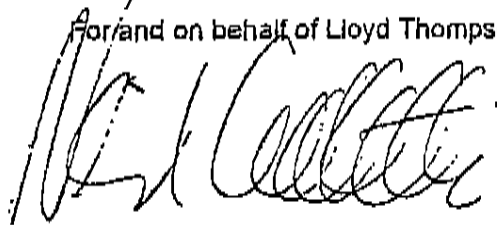
Order Hereon : 100%

Insured With : 100.0000% Lexington Insurance Company

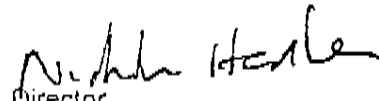
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Yours faithfully

For and on behalf of Lloyd Thompson Limited



Director
Financial Risks Division



Director
Financial Risks Division



LLOYD THOMPSON

Limited

Date: 13th January 1999

Flashpoint Limited
901 Youngsford Road
Gladwyne PA
U.S.A.

Jardine House
5 Crutched Friars
London EC3N 2PH
Telephone 0171 247 2345
Facsimile 0171 247 4488
Telex 885671 LOYTOM G

Transaction No: LP005092
Our Ref: Marcus Giles

A/C Ref: FLASHPOINT

DEBIT NOTE

We refer to our Cover Note No. LP9802464 dated 4th January 1999 and set out below details of the premium calculations.

ASSURED : The Law Debenture Trust Corporation (C.I.) Ltd.

PERIOD : 29 months at 16th December 1998

INTEREST : Special Risks

SUM INSURED : USD 107,000,000 etc as per Cover Note

PREMIUM : Premium in full for period

100% Order Hereon = USD 10,070,000.00

Total Payable = USD 10,070,000.00

Due Date: 16th December 1998

To comply with the prompt payment terms stipulated by the Underwriters
the premium must be paid to LLOYD THOMPSON Ltd immediately

When making remittance, please quote Transaction No. LP005092.

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